

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57199; File No. SR-NASD-2005-114)

January 25, 2008

Self-Regulatory Organizations; National Association of Securities Dealers, Inc. (n/k/a Financial Industry Regulatory Authority, Inc.); Notice of Filing of Proposed Rule Change and Amendment Nos. 1, 2, 3 and 4 Relating to the Regulation of Compensation, Fees and Expenses in Public Offerings of Real Estate Investment Trusts and Direct Participation Programs

On September 28, 2005, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² the National Association of Securities Dealers, Inc. (“NASD”)³ filed with the Securities and Exchange Commission (“SEC” or “Commission”) proposed amendments to NASD Rule 2810. On June 12, 2006, NASD filed Amendment No. 1 to the proposed rule change.⁴ The proposed rule change was published for comment in the Federal Register on July 17, 2006 (“Original Proposal”),⁵ and the Commission received six comments, which are discussed below in Section II.⁶

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ On July 26, 2007, the Commission approved a proposed rule change filed by NASD to amend NASD’s Certificate of Incorporation to reflect its name change to Financial Industry Regulatory Authority, Inc., or FINRA, in connection with the consolidation of the member firm regulatory functions of NASD and NYSE Regulation, Inc. See Exchange Act Release No. 56146 (July 26, 2007), 72 FR 42190 (Aug. 1, 2007).

⁴ Amendment No. 1 replaced and superseded the original rule filing.

⁵ See Securities Exchange Act Release No. 54118 (July 10, 2006), 71 FR 40569 (July 17, 2006) (SR-NASD-2005-114).

⁶ See letters from the Committee on Federal Regulation of Securities of the American Bar Association (Keith F. Higgins), dated Aug. 22, 2006 (“ABA Committee”); North American Securities Administrators Association (Patricia D. Struck), dated Aug. 11, 2006 (“NASAA”); Dominion Investor Services, Inc.

